

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In Re:	§	Case No. 23-90147
	§	Jointly Administered
	§	
Mountain Express Oil Company, <i>et al</i>	§	(Chapter 7)
	§	
Debtors.	§	Judge David R. Jones

**FIRST AND FINAL APPLICATION FOR COMPENSATION AND FOR
REIMBURSEMENT OF EXPENSES BY HUGHES WATTERS ASKANASE, LLP
AS ATTORNEYS FOR *CHAPTER 11* TRUSTEE FOR
AUGUST 17, 2023 THROUGH AUGUST 24, 2023**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN TWENTY-ONE (21) DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

TO THE HONORABLE DAVID R. JONES, UNITED STATES BANKRUPTCY JUDGE:

FEE APPLICATION COVER SHEET

Name of Applicant:		Hughes Watters Askanase, LLP
Applicant's Role in Case:		General Counsel for the Chapter 11 Trustee
Date Order of Employment Signed		08/30/2023 [Dkt 1432]
Effective date of order approving professional's retention:		August 17, 2023
	Beginning of Period	Ending of Period
Time period covered by this Application:	August 17, 2023	August 24, 2023
Time period(s) covered by prior applications:	N/A	N/A
Total amounts awarded in all prior Applications:		N/A
Total fees requested in this Application:		\$87,380.00
Total professional fees requested in this Application:		\$86,750.00
Total actual professional hours covered by this Application:		116.9
Average hourly rate for professionals:		\$742.09
Total paraprofessional fees requested in this Application:		\$630.00
Total actual paraprofessional hours covered by this Application:		2.8
Average hourly rate for paraprofessionals:		\$225.00
Reimbursable expenses sought in this Application:		\$0
Total to be paid to priority unsecured creditors:		N/A – Converted to Ch. 7
Anticipated % dividend to priority unsecured creditors:		N/A – Converted to Ch. 7
Total to be paid to general unsecured creditors:		N/A – Converted to Ch. 7
Anticipated % dividend to general unsecured creditors:		N/A – Converted to Ch. 7
Date of confirmation hearing:		N/A – Converted to Ch. 7
Indicate whether Plan has been confirmed:		N/A – Converted to Ch. 7

COMES NOW, Hughes Watters Askanase, LLP (“**Applicant**” or “**HWA**”), and respectfully submits its *First and Final Application for Compensation and for Reimbursement of Expenses by Hughes Watters Askanase, LLP as Attorneys for Chapter 11 Trustee for August 17, 2023 through August 24, 2023* (the “**Application**”).¹ The total amount for which the Court’s approval is sought is compensation of \$82,205.00 in professional and paraprofessional fees for the period covered by this

¹ HWA reserves its right to submit applications for compensation and reimbursement of expenses as general counsel for the Chapter 7 Trustee. This first and final fee application covers only services and expenses on behalf of the Chapter 11 Trustee.

Application, and \$5,175.00 (6.9 hours) for preparation of this Application, totaling \$87,380.00. In support of the Application, Applicant respectfully shows as follows:

Background

A. The Debtors' Bankruptcy Cases and the Appointment of the Chapter 11 Trustee.

1. On or about March 18, 2023 (the “**Petition Date**”), Mountain Express Oil Company and affiliated debtors (collectively the “**Debtors**”) filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code and thereby commenced these bankruptcy cases. On March 20, 2023, the Court ordered joint administration of the cases [docket no. 33]. From the Petition Date until August 17, 2023, the Debtors operated their businesses as debtors in possession under Chapter 11 of the Bankruptcy Code. On that date, the Court ordered the appointment of a Chapter 11 trustee, and Janet S. Northrup (“**Chapter 11 Trustee**”) was appointed [docket no. 1284].²

B. The Employment of HWA as Attorneys for the Chapter 11 Trustee.

4. On August 24, 2023, the Chapter 11 Trustee filed her *Trustee's Application to Employ Counsel* [docket no. 1395]. On August 30, 2023, the Court entered its *Order Authorizing Employment of Counsel*, which approved the employment of HWA as general bankruptcy counsel to the Chapter 11 Trustee effective as of August 17, 2023 (the “**HWA Chapter 11 Employment Order**”) [docket no. 1432].

5. HWA has performed legal services as general counsel to the Chapter 11 Trustee pursuant to the HWA Chapter 11 Employment Order and the Chapter 11 Trustee's requests. All of the services rendered by HWA were performed for and on behalf of the Chapter 11 Trustee and not on behalf of any committee, creditor, or other person.

² On August 24, 2023, after a status conference requested by the Chapter 11 trustee, the cases were converted to Chapter 7. Thereafter, Janet S. Northrup was appointed as the Chapter 7 Trustee (the “**Chapter 7 Trustee**”) in the jointly administered cases [docket no. 1398].

6. HWA is a law firm composed of attorneys duly licensed to practice law before the courts of the State of Texas, the United States District Court for the Southern District of Texas, and other relevant courts. HWA's offices are located at TotalEnergies Tower, 1201 Louisiana Street, 28th Floor, Houston, Texas 77002.

7. HWA has made the disclosures required by law and has no agreement or understanding with any other person with respect to sharing the compensation to be allowed HWA for services rendered in the case.

8. If HWA is not allowed compensation as requested herein, such denial would have the effect of HWA having provided, without compensation, valuable services, expertise, and experience to the Chapter 11 Trustee and would undermine the intent of § 330 of the Bankruptcy Code. *See Matter of Baldwin United Corp.*, 36 B.R. 401 (Bankr. S.D. Ohio 1984); *In re Wilson Foods Corp.*, 36 B.R. 317 (Bankr. W.D. Okla. 1984).

C. The Fees and Expenses Requested.

9. On August 23, 2023, the Court entered the *Amended Stipulation and Agreed Interim Order (A) Authorizing the Use of Cash Collateral, (B) Providing Adequate Protection, and (C) Modifying the Automatic Stay* (the “**Cash Collateral Order**”) [docket no. 1372], which *inter alia* provided a line item in the cash collateral budget for fees of the Chapter 11 Trustee and her professionals, including HWA. On August 24, 2023, the Court entered the *Order (I) Converting Chapter 11 Cases, (II) Rejecting Leases, (III) Terminating Certain Agreements, and (IV) Granting Related Relief* (the “**Conversion Order**”) [docket no. 1397], providing that the the DIP Lenders’ collateral was subject to a carve-out in the amount of \$1.5 million for the benefit of certain creditors, including the Chapter 11 Trustee and her professionals with respect to allowed Chapter 11 administrative expense claims.

10. This Application seeks final approval and payment from the estate of Mountain Express Oil Company (“**MEX**”) for HWA's professional services rendered from August 17, 2023 through August 24, 2023 (the "**Application Period**"), and compensation for preparation of this Application. HWA rendered a total of 119.7 hours of professional and paraprofessional services on behalf of the Chapter 11 Trustee, including 6.9 hours for fee application preparation after the Application Period. Attached as **Exhibit A** is the detailed statement of the services performed by HWA for the Estate.

11. As shown in detail in **Exhibit A**, HWA's professional and paraprofessional fees total \$82,205.00 for the Application Period. HWA also seeks approval of \$5,175.00 (6.9 hours) for preparation of this Application. **Exhibit A** reflects the hours spent on the case while in Chapter 11, and the hourly rate of each participating attorney, law clerk, and legal assistant. All of HWA's services rendered were for and on behalf of the Chapter 11 Trustee. No agreement or understanding exists between HWA and any other person with respect to sharing any compensation awarded to HWA in connection with its representation of the Chapter 11 Trustee in the case.

Summary of Major Tasks

12. **General Background.** After months of the Debtors attempting to sell their assets, First Horizon Bank as Administrative Agent filed an emergency motion to appoint a chapter 11 trustee, or alternatively, to convert the Debtors’ cases to chapter 7 [docket no. 1280]. The Chapter 11 Trustee was appointed in this case on August 17, 2023. Immediately upon her appointment, the Chapter 11 Trustee was faced with a liquidity crisis that threatened the Debtors’ continued operations during the following days. Prior to appointment of the Chapter 11 Trustee, Judge Marvin Isgur served as mediator in the hopes of resolving disputes among the Debtors’ various constituents and formulating a path forward designed to keep the Debtors alive as going concerns.

13. The Chapter 11 Trustee, along with her professionals, continued to work with Judge Isgur as mediator and the various case constituents in these efforts. However, after days of efforts to continue as going concerns, the Chapter 11 Trustee requested a status conference. On August 24, 2023, the Chapter 11 Trustee reported to the Court, and the cases were converted to Chapter 7 proceedings [docket no. 1397]. This Application seeks final approval for HWA's services to the Chapter 11 Trustee.

14. The legal services performed by Applicant can be summarized by project as follows

15. **Task 1. General Administration (56.6 hours; \$41,747.50).** General case administration includes matters not allocable to particular tasks, but which nonetheless must be performed to ensure the case proceeds properly. Time in this category includes overall case management, issues with Debtors' books and records, and conferring with the Chapter 11 Trustee to keep her informed as to case status. As the Court is well aware, this is a complex case with multiple Debtors, disparate constituencies, and a large number of attorneys. As the Chapter 11 Trustee was not appointed until five months into the case, there were a substantial number of key pleadings and Orders to be digested and analyzed, in order to properly advise the Chapter 11 Trustee and develop strategies for the case. Applicant conferred either in person, on the phone, by Zoom meetings, or by email with numerous interested parties regarding the case, Debtors' operations, and general issues to be addressed, including Judge Isgur as mediator, potential buyers, oil companies, fuel suppliers, and landlords. Normally, HWA strives to separate such communications into more specific categories, but the communications were intense, frequent, voluminous, and often overlapped several task categories. HWA therefore considers that many of these communications are most properly categorized as General Administration.

16. Applicant also reviewed the Debtors' cash position and proposals from constituents, prepared for and attended the initial and continued status conference hearings, and two hearings regarding conversion to Chapter 7.

17. **Task 2. Asset Analysis and Recovery (27.4 hours; \$19,180.00).** Asset analysis and recovery includes fees incurred for the identification of potential Estate assets and the evaluation of whether further action should be taken in connection therewith. Applicant prepared for and attended multiple mediation sessions with Judge Isgur and the stakeholders. Various proposals were reviewed and analyzed, with recommendations made to the Chapter 11 Trustee for negotiations and actions. Negotiations with a number of interested parties, including lenders, landlords, fuel suppliers and potential purchasers, were also conducted outside the mediation sessions, including Zoom meetings.

18. **Task 3. Asset Sales (15.0 hours; \$11,595.00).** There were competing offers to acquire the assets, and each required review and analysis. The term sheets presented by the two potential buyer were addressed, issues and concerns were identified, and recommendations were made, sometimes to be followed by revised term sheets or new structures for the proposed sale, thus starting the process again. As all proposals were considered, Applicant communicated with the interested parties for input on the process. Drafts of possible closing documents were also reviewed.

19. **Task 11. Creditor Matters (1.8 hours; \$1,282.50).** Research was conducted on claims by creditors, and meetings were held with various creditors regarding the status of the case and options for moving forward.

20. **Task 12. Relief From Stay Proceedings (8.5 hours; \$5,950.00).** Applicant reviewed multiple motions for relief from the automatic stay, including those by dealers needing fuel purchases from third parties and those by landlords, and conferred with parties in interest.

Revisions were made to a proposed Order allowing non-debtor fuel purchases and addressing operational issues, including possible global relief from the stay.

21. **Task 18. Use of Cash Collateral (3.3 hours; \$2,310.00).** Applicant negotiated an Order for the use of cash collateral, including obtaining input from lenders and the Debtors' Chief Restructuring Officer. These efforts resulted in the Cash Collateral Order [docket no. 1372].

22. **Task 30. Litigation (0.2 hours; \$140.00).** Applicant worked briefly with proposed special counsel regarding possible litigation matters.

23. **Fee Application Preparation (6.9 hours; \$5,175.00).** After the time period covered by HWA's invoice, Applicant prepared this Application and the summary page required by the Court.

The First Colonial Factors

24. HWA has not received any payments for fees or expenses during the Application Period.

25. The Fifth Circuit in *In re First Colonial Corp. of America*, 544 F.2d 1291 (5th Cir.), *cert. denied*, 97 S. Ct. 1696 (1977), described certain factors which should be considered in compensating attorneys in Chapter 7 cases. Those factors are instructive here, and are discussed in the following paragraphs.

26. Time and labor required and novelty and difficulty of the questions involved. As reflected in Exhibit A, the Applicant's professionals and paraprofessionals have expended a total of 119.7 hours (including 6.9 hours for fee application preparation) on the case. The blended hourly rate for the attorneys is \$742.09. The blended hourly rate for the paraprofessionals is \$225.00. HWA has devoted the time necessary to efficiently attend to the procedures, correspondence, and pleadings involved in the case.

27. Reputation of attorneys. The attorneys involved in the case have regularly appeared before the Courts of the Southern District. These attorneys have significant experience in bankruptcy law including reorganizations and liquidations and have regularly represented Chapter 7 and Chapter 11 debtors and Chapters 7 and Chapter 11 trustees in both large and small cases for many years. Therefore, HWA's attorneys are well qualified to represent the Chapter 11 Trustee in the case.

28. Skill required. The preceding paragraphs reflect the skill required by the case. An elevated degree of skill has been required and employed by HWA in the representation of the Chapter 11 Trustee for the reasons indicated.

29. Preclusion of other employment. HWA was precluded from engaging in other employment only to the extent of the 119.7 hours in the case, including 6.9 hours for fee application preparation after the Application Period.

30. Undesirability of the Case. Representation of the Chapter 11 Trustee was not undesirable, as there was sufficient cash collateral and an agreement with the secured lender pursuant to the Cash Collateral Order and the Conversion Order.

31. Results obtained. HWA has efficiently attended to the matters as described above, with intense investigation and development of strategy to move the case forward, as noted above.

32. Time limitations imposed by the case. HWA's attorneys have been available at all times to meet the Chapter 11 Trustee's needs as they have arisen. Almost all of the matters during the Application Period required immediate attention of counsel.

33. Customary charges for the services rendered. The hourly rates of HWA's attorneys are described at the end of **Exhibit A**. The hourly rate for attorney preparation of the Application is

\$750.00. The rates charged are commensurate with the abilities of the persons involved and are on the low end of the rates customarily charged in this district for excellent legal counsel.

34. Contingent nature of the fee. Representation of the Chapter 11 Trustee was not contingent, as there was sufficient cash collateral, and the Court entered the Cash Collateral Order and the Conversion Order. HWA was not hired on a percentage contingency agreement, but at the regular hourly rates of the professionals doing the work, subject to available funds.

35. Nature and length of professional relationship with client. HWA has represented the Chapter 11 Trustee in many Chapter 7 and Chapter 11 cases over the past several years and has a close working relationship with her. Since 2007, the Trustee is of counsel to HWA, but not a partner in HWA.

36. Awards in similar cases. This Court is familiar with the size of fee awards in cases similar to this case. The Court may wish to consider that awards of similar or larger fees have been made in other cases over the past years in this district.

37. Economic administration of the Estate. In its representation of the Chapter 11 Trustee, HWA has sought to conserve the Estate and believes that the fees requested herein were reasonable and necessary in light of the circumstances at the time.

38. HWA believes the compensation sought herein is reasonable and represents work that was necessary to the proper administration of the Chapter 11 Estate.

39. HWA, in compliance with FED. R. BANKR. P. 2016, hereby states that: (i) no compensation previously received has been shared with any other entity; and (ii) no agreement or understanding exists between HWA and any other entity for the sharing of compensation received or to be received for services rendered in connection with the case. HWA did not receive any pre-

or post-employment retainer in this matter and is holding no funds belonging to the Chapter 11 Trustee or the Debtors.

40. HWA has submitted this Application to the Chapter 11 Trustee for review prior to filing it, and she has no objection to it.

Conclusion

WHEREFORE, HWA prays that this Court, after notice and any hearing, enter an Order (i) authorizing payment on a final basis from the MEX Estate, pursuant to the Cash Collateral Order and the Conversion Order, of compensation to HWA for its professional and paraprofessional fees of \$82,205.00 during the Application Period, and fee application compensation of \$5,175.00, which total \$87,380.00, such payment being a priority administrative expense under § 507(a)(2) of the Bankruptcy Code; and (ii) granting such other and further relief to which HWA may be entitled.

Dated: September 19, 2023.

Respectfully submitted,

/s/ Heather Heath McIntyre

Wayne Kitchens TBN 11541110

wkitchens@hwa.com

Heather McIntyre TBN 24041076

hmcintyre@hwa.com

Hughes Watters Askanase, LLP

1201 Louisiana, 28th Floor

Houston, Texas 77002

Telephone: (713) 759-0818

Facsimile: (713) 759-6834

**ATTORNEYS FOR CHAPTER 11 TRUSTEE,
JANET S. NORTHRUP**

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served on (i) all parties receiving ECF notice in the case by electronic transmission on September 19, 2023.

/s/ Heather Heath McIntyre
Heather Heath McIntyre



1201 Louisiana, 28th Floor
Houston, Texas 77002
United States
Phone: 713-759-0818
Fax: 713-759-6834

INVOICE

Invoice # 8685
Date: 09/11/2023
Due Upon Receipt

Janet Northrup (HWA Attorney for Trustee)

2023-02460-Mountain Express Oil Company (Ch 11; Atty for Trustee)

Date	Attorney	Notes	Quantity	Rate	Total
08/17/2023	HM	12-Relief from Stay Proceedings: Confer with Loyd Lim regarding lift stay motion.	0.20	\$700.00	\$140.00
08/17/2023	HM	18-Use of Cash Collateral: Negotiate use of cash collateral and stalking horse sale.	2.50	\$700.00	\$1,750.00
08/17/2023	HM	1-General Administration: Receive and review multiple emails and filings regarding case issues and triage same.	1.00	\$700.00	\$700.00
08/17/2023	WK	1-General Administration: Review Trustee appointment; multiple Zoom and Team calls with constituents in the case; review limited number of pleadings to get up to speed on the case; multiple meetings with the Trustee and H. McIntyre; work on retention of co-counsel.	7.50	\$775.00	\$5,812.50
08/17/2023	HM	1-General Administration: Telephone conference with S. Heyen and work on conflicts.	0.60	\$700.00	\$420.00
08/18/2023	HM	2-Asset Analysis and Recovery: Mediation session with Judge Isgur and various stakeholders to negotiate stalking horse sale via motion to sell including discussions with various proposed purchasers and lenders.	6.90	\$700.00	\$4,830.00
08/18/2023	HM	18-Use of Cash Collateral: Receive and review draft cash collateral order and worth with CRO and lenders on cash collateral order.	0.80	\$700.00	\$560.00
08/18/2023	HM	12-Relief from Stay Proceedings: Attend to multiple lift stay motions and agreed orders on two lift stays.	1.00	\$700.00	\$700.00
08/18/2023	HM	30-Litigation: Confer with proposed special counsel regarding investigation into causes of action against landlord.	0.20	\$700.00	\$140.00
08/19/2023	HM	12-Relief from Stay Proceedings: Continue to	1.40	\$700.00	\$980.00

		coordinate multiple issues including lift stays and proposed purchasers.			
08/19/2023	WK	1-General Administration: Multiple emails and conference call with mediator, interested buyers, oil company counsel, landlords and other parties along with the Trustee and co-counsel regarding how to move forward with any chance to salvage value in the Debtors.	9.50	\$775.00	\$7,362.50
08/19/2023	WK	1-General Administration: Review estate's cash position and emails to and from Trustee and S. Heyen regarding same.	0.40	\$775.00	\$310.00
08/19/2023	WK	3-Asset Sales: Conference call with Trustee, L. Phillips and his clients, UCC counsel, bank counsel and Trustee co-counsel to discuss deal points of possible funding and management agreement.	1.20	\$775.00	\$930.00
08/19/2023	WK	3-Asset Sales: Conference call with Trustee, J. Wolfshohl and Judge Isgur to discuss various deal and sale issues.	1.00	\$775.00	\$775.00
08/19/2023	WK	1-General Administration: Call with Trustee to discuss operational, funding and deal points.	0.30	\$775.00	\$232.50
08/19/2023	WK	1-General Administration: Email to M. Healy regarding payment restrictions and accounting requirements.	0.20	\$775.00	\$155.00
08/20/2023	WK	3-Asset Sales: Conference call with Trustee, J. Wolfshohl and H. McIntyre to discuss the two competing offers for the Debtor.	0.40	\$775.00	\$310.00
08/20/2023	WK	3-Asset Sales: Conference call with GPM team, Judge Isgur, Trustee and co-counsel to discuss terms of the GPM proposal.	0.80	\$775.00	\$620.00
08/20/2023	WK	3-Asset Sales: Emails to and from L. Phillips regarding terms of the Lalani deal.	0.20	\$775.00	\$155.00
08/20/2023	WK	3-Asset Sales: Receipt and review of the Lalani term sheet; discuss same with Trustee and co-counsel.	1.40	\$775.00	\$1,085.00
08/20/2023	WK	1-General Administration: Emails to and from B. Ruzinsky regarding issues with the major oil companies and fuel suppliers.	0.20	\$775.00	\$155.00
08/20/2023	WK	3-Asset Sales: Conference call with J. Wolfshohl and Trustee regarding term sheet for potential new deal.	0.50	\$775.00	\$387.50
08/20/2023	WK	1-General Administration: Review and respond to approximately 45 emails regarding leases, fuel supplies, deal points and other emergency issues.	2.20	\$775.00	\$1,705.00
08/20/2023	WK	3-Asset Sales: Conference call with the GPM group, Trustee, co-counsel and Judge Isgur to discuss new term sheet.	0.80	\$775.00	\$620.00
08/20/2023	WK	3-Asset Sales: Conference call with Lalani Group, Trustee, co-counsel and bank counsel and financial	1.00	\$775.00	\$775.00

		advisors regarding structure of Lalani bid.			
08/20/2023	WK	3-Asset Sales: Conference call with Trustee and J. Wofshohl regarding problems with Lalani bid and issues with GPM.	0.20	\$775.00	\$155.00
08/20/2023	WK	3-Asset Sales: Conference call with Bank agent and her counsel, Trustee and co-counsel regarding GPM and Lalani bids.	0.20	\$775.00	\$155.00
08/20/2023	WK	3-Asset Sales: Conference call with Trustee and J. Wolfshohl to discuss bank proposal.	0.20	\$775.00	\$155.00
08/20/2023	WK	11-Creditor Matters: Research on Georgia tax code and priming liens.	0.30	\$775.00	\$232.50
08/20/2023	HM	2-Asset Analysis and Recovery: Mediation session with Judge Isgur regarding current proposals and issues.	0.80	\$700.00	\$560.00
08/20/2023	HM	2-Asset Analysis and Recovery: Confer with Trustee on proposals and ongoing negotiations.	0.80	\$700.00	\$560.00
08/20/2023	HM	2-Asset Analysis and Recovery: Continue to receive and review multiple issues and triage items needing attention and decisions for Trustee.	1.00	\$700.00	\$700.00
08/21/2023	HM	2-Asset Analysis and Recovery: Attend status conference and confer with Trustee regarding ongoing negotiations and next steps.	1.50	\$700.00	\$1,050.00
08/21/2023	HM	2-Asset Analysis and Recovery: Continue to receive and review multiple issues and triage items needing attention and decisions for Trustee.	3.70	\$700.00	\$2,590.00
08/21/2023	HM	2-Asset Analysis and Recovery: Confer with S. Tran on third party fuel purchases for out of gas dealers and address same with Trustee and other interested parties.	0.70	\$700.00	\$490.00
08/21/2023	HM	2-Asset Analysis and Recovery: Continue ongoing negotiations for GPM sale with interested parties.	0.70	\$700.00	\$490.00
08/21/2023	HM	2-Asset Analysis and Recovery: Telephone conferences with fuel suppliers regarding open issues and possible resolutions.	0.80	\$700.00	\$560.00
08/21/2023	HM	2-Asset Analysis and Recovery: Continued mediation with J. Isgur for potential sale and continued discussions with lenders.	0.70	\$700.00	\$490.00
08/21/2023	HM	2-Asset Analysis and Recovery: Confer with Ricardo Gilb regarding lift stay motion for third party fuel purchases.	0.20	\$700.00	\$140.00
08/21/2023	HM	3-Asset Sales: Receive and review requested sale order language from TCEQ.	0.20	\$700.00	\$140.00
08/21/2023	WK	1-General Administration: Attend status conference hearing and meeting with various counsel.	1.20	\$775.00	\$930.00

08/21/2023	WK	1-General Administration: Review and respond to 30+ emails from various concerned parties on a wide range of sale and operational issues.	1.70	\$775.00	\$1,317.50
08/21/2023	WK	3-Asset Sales: Conference call with J. Wolfshohl, Trustee and Oak Street Team regarding proposed Asset Purchase Agreement.	0.50	\$775.00	\$387.50
08/21/2023	WK	3-Asset Sales: Conference call with GPM Team and Trustee counsel team regarding GPM offer and term sheet.	0.60	\$775.00	\$465.00
08/21/2023	WK	3-Asset Sales: Conference call with Bank team regarding settlement proposals with GPM.	0.60	\$775.00	\$465.00
08/21/2023	WK	1-General Administration: Telephone conference with Paula Ates regarding St. Rose, LA location and ownership issues.	0.30	\$775.00	\$232.50
08/21/2023	WK	1-General Administration: Multi party conference call with the major fuel supplier counsel and the Trustee team regarding sales of fuel going forward.	0.50	\$775.00	\$387.50
08/21/2023	WK	3-Asset Sales: Conference call with Judge Isgur, Trustee team and Bank team regarding GPM deal.	0.40	\$775.00	\$310.00
08/21/2023	WK	3-Asset Sales: Conference call with GPM, FTI and Trustee team regarding GPM deal points.	0.60	\$775.00	\$465.00
08/21/2023	WK	3-Asset Sales: Conference call with Bank and GPM teams and co-counsel and Trustee regarding new deal points and "floor" bank payments.	1.30	\$775.00	\$1,007.50
08/22/2023	HM	3-Asset Sales: Continue negotiations for sale with buyer and lenders.	0.20	\$700.00	\$140.00
08/22/2023	HM	2-Asset Analysis and Recovery: Continue to receive and review multiple issues and triage items needing attention and decisions for Trustee.	1.70	\$700.00	\$1,190.00
08/22/2023	HM	2-Asset Analysis and Recovery: Receive and review cash balances and professional fee escrow analysis.	0.20	\$700.00	\$140.00
08/22/2023	HM	2-Asset Analysis and Recovery: Zoom with Pilot's counsel regarding open issues.	0.40	\$700.00	\$280.00
08/22/2023	HM	2-Asset Analysis and Recovery: Zoom with accounting for purchase of third party fuel.	0.40	\$700.00	\$280.00
08/22/2023	HM	2-Asset Analysis and Recovery: Attend continued status conference.	0.30	\$700.00	\$210.00
08/22/2023	HM	2-Asset Analysis and Recovery: Zoom with Melko for SASS regarding proposal to exit 85 deals from MEX agreements.	0.80	\$700.00	\$560.00
08/22/2023	HM	2-Asset Analysis and Recovery: Confer with Trustee regarding issues and path forward.	0.50	\$700.00	\$350.00
08/22/2023	HM	2-Asset Analysis and Recovery: Confer with SASS deal	0.50	\$700.00	\$350.00

		with lenders and Trustee.			
08/22/2023	HM	12-Relief from Stay Proceedings: Work on multiple lift stay motions from dealers needing fuel purchases from third parties.	0.30	\$700.00	\$210.00
08/22/2023	WK	3-Asset Sales: Conference call with Trustee and J. Wolfshohl regarding new deal structure.	0.50	\$775.00	\$387.50
08/22/2023	WK	1-General Administration: Conference call with Healy and Trustee regarding owned real estate and terminal property.	0.40	\$775.00	\$310.00
08/22/2023	WK	1-General Administration: Attend brief status conference hearing.	0.30	\$775.00	\$232.50
08/22/2023	WK	1-General Administration: General administration issue.	6.00	\$775.00	\$4,650.00
08/23/2023	HM	12-Relief from Stay Proceedings: Continue to work through case issues including lift stay requests and revisions to form order allow non-debtor fuel purchases and operational issues and respond to multiple inquiries regarding same and motion for global relief and opt in for operators.	5.30	\$700.00	\$3,710.00
08/23/2023	HM	12-Relief from Stay Proceedings: Telephone conference with S. Mayer regarding lift stay filed by landlords seeking rejection.	0.30	\$700.00	\$210.00
08/23/2023	HM	2-Asset Analysis and Recovery: Zoom with Exxon and Valero regarding remitting credit card receipts.	0.40	\$700.00	\$280.00
08/23/2023	HM	2-Asset Analysis and Recovery: Receive and review stipulation regarding consolidated claim for landlords.	0.20	\$700.00	\$140.00
08/23/2023	HM	2-Asset Analysis and Recovery: Work on multiple potential purchasers and target assets.	0.50	\$700.00	\$350.00
08/23/2023	WK	3-Asset Sales: Conference call with Bank and Trustee teams to discuss severe problems with the GPM/Oak Street deal and the documents we have seen so far.	0.90	\$775.00	\$697.50
08/23/2023	WK	3-Asset Sales: Begin review of some of the Kirkland closing documents; discuss same with JW and Trustee.	0.60	\$775.00	\$465.00
08/23/2023	WK	1-General Administration: Receipt and review of the Fuel Supplier stipulation and send comments to B. Ruzinsky and D. Williamson.	0.60	\$775.00	\$465.00
08/23/2023	WK	3-Asset Sales: Review new email from L. Phillips regarding trying to resurrect the Lalani deal and problems with same; discuss same with JW.	0.30	\$775.00	\$232.50
08/23/2023	WK	1-General Administration: Review five (5) spreadsheets on Debtor's cash position; discuss same with Trustee.	0.50	\$775.00	\$387.50
08/23/2023	WK	1-General Administration: Review and respond to multiple landlord and store owner emails; discuss same with Trustee and how to deal with these parties.	0.70	\$775.00	\$542.50

08/23/2023	WK	1-General Administration: Telephone conference with J. Wolfshohl regarding cash balances and hearing set for today.	0.20	\$775.00	\$155.00
08/23/2023	WK	3-Asset Sales: Receipt and review of SASS motion and order; discuss same with Trustee and H. McIntyre.	0.40	\$775.00	\$310.00
08/23/2023	WK	1-General Administration: Emails to and from L. Carbonari regarding individual landlord defaults,.	0.30	\$775.00	\$232.50
08/23/2023	WK	1-General Administration: Review new GPM/Blue Owl deal points contained in the Mediator's Proposal; discuss same with H. McIntyre, J. Wolfshohl and Trustee.	0.50	\$775.00	\$387.50
08/23/2023	WK	1-General Administration: Attend status conference.	0.50	\$775.00	\$387.50
08/23/2023	WK	1-General Administration: Review funding needs sent by Controller; discuss same with Trustee team.	0.30	\$775.00	\$232.50
08/23/2023	WK	1-General Administration: Review request to disclose certain documents.	0.20	\$775.00	\$155.00
08/23/2023	WK	1-General Administration: Begin review of Valero stipulation; review and respond to approximately 60 emails regarding lessors, suppliers, FTI, potential purchasers, etc.	3.50	\$775.00	\$2,712.50
08/23/2023	HM	1-General Administration: Attend hearing.	0.80	\$700.00	\$560.00
08/23/2023	KC	1-General Administration: Respond to multiple email and voicemail inquiries; update log sheets.	0.80	\$225.00	\$180.00
08/24/2023	HM	11-Creditor Matters: Call between Trustee counsel and lenders counsel with Trustee regarding case status and options going forward.	1.00	\$700.00	\$700.00
08/24/2023	HM	2-Asset Analysis and Recovery: Continue to address multiple case issues and inquiries related to fuel purchases, turnover of credit card receipts, operations and cash status.	3.70	\$700.00	\$2,590.00
08/24/2023	HM	11-Creditor Matters: Zoom with lenders regarding case status.	0.50	\$700.00	\$350.00
08/24/2023	HM	1-General Administration: Work on conversion issues and transition to chapter 7 including negotiating carve out with lenders and proposed conversion order.	3.80	\$700.00	\$2,660.00
08/24/2023	HM	1-General Administration: Attend conversion hearing.	1.50	\$700.00	\$1,050.00
08/24/2023	WK	1-General Administration: Attend two (2) hearings regarding conversion.	1.30	\$775.00	\$1,007.50
08/24/2023	WK	1-General Administration: Manage and reply to as many as possible approximately 200 emails covering every possible topic on these cases.	4.50	\$775.00	\$3,487.50
08/24/2023	WK	1-General Administration: Multiple meetings with Trustee and her team regarding conversion and	1.50	\$775.00	\$1,162.50

operational issues.

08/24/2023	WK	1-General Administration: Multiple calls with M. Healy and A. Spirito regarding financial issues and wind-down issues.	0.80	\$775.00	\$620.00
08/24/2023	KC	1-General Administration: Respond to multiple email and voicemail inquiries; update log sheets.	2.00	\$225.00	\$450.00

Quantity Subtotal **112.8**

Time Keeper	Quantity	Rate	Total
Wayne Kitchens	61.0	\$775.00	\$47,275.00
Heather McIntyre	49.0	\$700.00	\$34,300.00
Kathy Conn	2.8	\$225.00	\$630.00

Quantity Total **112.8**

Subtotal **\$82,205.00**

Total **\$82,205.00**

Mountain Express Oil Company Ch. 11

Task Code and Timekeeper	Sum of Hours	Sum of Billable
Heather McIntyre	7.7	\$5,390.00
Kathy Conn	2.8	\$630.00
Wayne Kitchens	46.1	\$35,727.50
1-General Administration Total	56.6	\$41,747.50
Heather McIntyre	27.4	\$19,180.00
2-Asset Analysis and Recovery Total	27.4	\$19,180.00
Heather McIntyre	0.4	\$280.00
Wayne Kitchens	14.6	\$11,315.00
3-Asset Sales Total	15	\$11,595.00
Heather McIntyre	1.5	\$1,050.00
Wayne Kitchens	0.3	\$232.50
11-Creditor Matters Total	1.8	\$1,282.50
Heather McIntyre	8.5	\$5,950.00
12-Relief from Stay Proceedings Total	8.5	\$5,950.00
Heather McIntyre	3.3	\$2,310.00
18-Use of Cash Collateral Total	3.3	\$2,310.00
Heather McIntyre	0.2	\$140.00
30-Litigation Total	0.2	\$140.00
Grand Total	112.8	\$82,205.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In Re:	§	Case No. 23-90147
	§	Jointly Administered
	§	
Mountain Express Oil Company, et al	§	(Chapter 7)
	§	
Debtors.	§	Judge David R. Jones

**ORDER APPROVING FIRST AND FINAL APPLICATION FOR COMPENSATION
AND FOR REIMBURSEMENT OF EXPENSES BY
HUGHES WATTERS ASKANASE, LLP AS ATTORNEYS
FOR CHAPTER 11 TRUSTEE FOR AUGUST 17, 2023 THROUGH AUGUST 24, 2023**

[Related to Docket No. ____]

The Court has considered the *First and Final Application for Compensation and Reimbursement of Expenses by Hughes Watters Askanase, LLP as Attorneys for Chapter 11 Trustee for August 17, 2023 through August 24, 2023* (the “**Application**”). The Court has determined that due notice having been given, and no opposition being shown, the Court is of the opinion that the Application should be in all things granted. It is therefore

ORDERED that the Application is hereby given final approval in the amounts of \$87,380.00 for professional and paraprofessional fees (which includes \$82,205.00 incurred during the Application Period from August 17, 2023 through August 24, 2023 and \$5,175.00 for preparation of the Application), with such sum being a priority administrative expense under 11 U.S.C. § 507(a)(2); and it is further

ORDERED that Janet Northrup, chapter 7 trustee is authorized to pay the approved professional and paraprofessional fees in the total amount of \$87,380.00 to Hughes Watters Askanase, LLP pursuant to the terms of the *Amended Stipulation and Agreed Interim Order (A) Authorizing the Use of Cash Collateral, (B) Providing Adequate Protection, and (C) Modifying the*

Automatic Stay [docket no. 1372] and the *Order (I) Converting Chapter 11 Cases, (II) Rejecting Leases, (III) Terminating Certain Agreements, and (IV) Granting Related Relief* [docket no. 1397]; and it is further

ORDERED that nothing in this Order shall preclude Hughes Watters Askanase, LLP from seeking compensation and reimbursement of expenses for its representation of Janet S. Northrup as Chapter 7 Trustee.

DATED: _____, 2023.

THE HONORABLE DAVID R. JONES,
UNITED STATES BANKRUPTCY JUDGE